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OF COUNSEL
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SURFACE TRANSPORTATION BOARD

November 24, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Teck Coal Limited
205 - 9th Ave. SE, Suite 1000
Calgary, AB T2G 0R4 Canada

A description of the railroad equipment covered by the enclosed document is:

130 railcars within the series MBKX 6668 - MBKX 6802 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 28083 FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**TECK COAL LIMITED
("LESSEE")**

SEPTEMBER 18, 2009

This Memorandum of Lease Agreement is made and entered into as of September 18, 2009 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Teck Coal Limited, a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor One Hundred Thirty (130) 2006 FreightCar America built rotary Bethgon II Railcars bearing marks and numbers as follows:

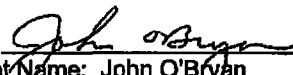
See Exhibit 1 attached hereto

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Instrument to be duly signed by their respective corporate officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Instrument was the free act and deed of its corporation).

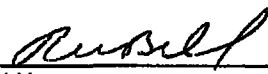
LESSOR:

MITSUJI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

TECK COAL LIMITED

By: 
Print Name: _____
Title: _____

ROBERT W. (BOB) BELL
VICE PRESIDENT AND
CHIEF COMMERCIAL OFFICER

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	6668	45	MBKX	6715	89	MBKX	6760
2	MBKX	6669	46	MBKX	6716	90	MBKX	6761
3	MBKX	6670	47	MBKX	6717	91	MBKX	6762
4	MBKX	6671	48	MBKX	6718	92	MBKX	6763
5	MBKX	6672	49	MBKX	6719	93	MBKX	6764
6	MBKX	6673	50	MBKX	6720	94	MBKX	6765
7	MBKX	6674	51	MBKX	6721	95	MBKX	6766
8	MBKX	6675	52	MBKX	6722	96	MBKX	6767
9	MBKX	6676	53	MBKX	6723	97	MBKX	6768
10	MBKX	6677	54	MBKX	6724	98	MBKX	6769
11	MBKX	6679	55	MBKX	6725	99	MBKX	6770
12	MBKX	6680	56	MBKX	6726	100	MBKX	6771
13	MBKX	6681	57	MBKX	6727	101	MBKX	6772
14	MBKX	6682	58	MBKX	6728	102	MBKX	6773
15	MBKX	6683	59	MBKX	6729	103	MBKX	6774
16	MBKX	6684	60	MBKX	6730	104	MBKX	6775
17	MBKX	6685	61	MBKX	6731	105	MBKX	6776
18	MBKX	6686	62	MBKX	6732	106	MBKX	6777
19	MBKX	6687	63	MBKX	6733	107	MBKX	6779
20	MBKX	6688	64	MBKX	6734	108	MBKX	6780
21	MBKX	6689	65	MBKX	6735	109	MBKX	6781
22	MBKX	6690	66	MBKX	6736	110	MBKX	6782
23	MBKX	6692	67	MBKX	6737	111	MBKX	6783
24	MBKX	6693	68	MBKX	6738	112	MBKX	6784
25	MBKX	6694	69	MBKX	6739	113	MBKX	6785
26	MBKX	6695	70	MBKX	6740	114	MBKX	6786
27	MBKX	6696	71	MBKX	6741	115	MBKX	6787
28	MBKX	6697	72	MBKX	6742	116	MBKX	6788
29	MBKX	6698	73	MBKX	6743	117	MBKX	6789
30	MBKX	6699	74	MBKX	6744	118	MBKX	6790
31	MBKX	6700	75	MBKX	6745	119	MBKX	6791
32	MBKX	6701	76	MBKX	6747	120	MBKX	6792
33	MBKX	6702	77	MBKX	6748	121	MBKX	6793
34	MBKX	6703	78	MBKX	6749	122	MBKX	6794
35	MBKX	6704	79	MBKX	6750	123	MBKX	6795
36	MBKX	6705	80	MBKX	6751	124	MBKX	6796
37	MBKX	6706	81	MBKX	6752	125	MBKX	6797
38	MBKX	6707	82	MBKX	6753	126	MBKX	6798
39	MBKX	6708	83	MBKX	6754	127	MBKX	6799
40	MBKX	6710	84	MBKX	6755	128	MBKX	6800
41	MBKX	6711	85	MBKX	6756	129	MBKX	6801
42	MBKX	6712	86	MBKX	6757	130	MBKX	6802
43	MBKX	6713	87	MBKX	6758			
44	MBKX	6714	88	MBKX	6759			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

11/24/09



Robert W. Alvord